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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. **18838-A** FILED 1425

JUN 9 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION
URBAN A. LESTER

June 9, 1994

• **18838**
RECORDATION NO. _____ FILED 1425

JUN 9 - 1994 - 11 35 AM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of June 3, 1994, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Amerigas Propane, Inc. 11757 Katy Freeway Suite 1430 Houston, Texas 77079-1707
Assignee:	BA Leasing & Capital Corporation Four Embarcadero Center, Suite 1200 San Francisco, California 94111

Countersignature: *Edward L. M. Lewis*

Mr. Sidney L. Strickland, Jr.
June 9, 1994
Page 2

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

June 9, 1994

OFFICE OF THE SECRETARY

ROBERT W. ALVORD
ALVORD & ALVORD
918 16TH STREET NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on JUNE 9, 1994 at 11:35AM, and assigned

recordation number(s). 18838,18839,18840,18838-A,18839-A,18840-A,
18841, 18841-A, 18842,18842-A,18843, 18843-A,18844,18844-A,
18845,18845-A,18846,18846-A,18544-B,18544-C,18545-B,18545-C,
18584-B,18584-C,18586-B,18586-C,18591-D,18591-E,18595-D,18595-E.

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. **18838** FILED 1425

JUN 9 - 1994 -11 35 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
, at , Recordation No.

Memorandum dated as of June 3, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED

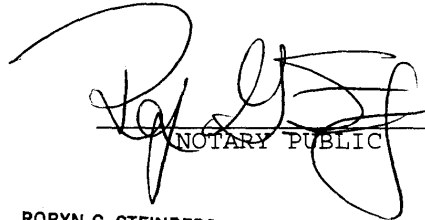
By: 

Name: Robert J. Mitchell

Title: Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of June, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on this 3rd day of June, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE</u> <u>CONTRACT NO.</u>	<u>IDENTIFYING NUMB</u> <u>(BOTH INCLUSIVE)</u>	<u>NUMBER</u> <u>OF CARS</u>	<u>AAR</u> <u>DESIGNATION</u>
AMERIGAS PROPANE INC	5992	ACFX 17005	3	T409
AMERIGAS PROPANE INC	5992	17008		T389
AMERIGAS PROPANE INC	5992	17044		T409